

MORRISON & FOERSTER LLP
Jamie A. Levitt
Damion K.L. Stodola
1290 Avenue of the Americas
New York, NY 10104-0050
(212) 468-8000
Attorneys for Plaintiff Verified Identity Pass, Inc.

Lori A. Schechter (*pro hac vice* pending)
MORRISON & FOERSTER LLP
425 Market Street
San Francisco, California 94105-2482
(415) 268-7000

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

VERIFIED IDENTITY PASS, INC., DBA
CLEAR REGISTERED TRAVELER,

Plaintiff,

-against-

FRED FISCHER, SAFLINK CORPORATION,
and FLO CORPORATION,

Defendants.

Case No. 07 Civ. 6538 (JGK)

SUPPLEMENTAL AFFIDAVIT OF
ALLISON BEER IN SUPPORT OF
TEMPORARY RESTRAINING ORDER
AND PRELIMINARY INJUNCTION

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

ALLISON BEER, being duly sworn, deposes and says:

1. I am the Senior Vice President of Corporate Development for Verified Identity Pass, Inc. ("Verified"). I make this affidavit in further support of Verified's request for a temporary restraining order and preliminary injunction. Unless stated otherwise, I have personal knowledge of the matters stated in this affidavit, and if called as a witness, could testify competently thereto.

2. I submit this Supplemental Affidavit, which supplements my affidavit dated July 19, 2007, in reply to defendants' July 31, 2007 opposition to Verified's motion for temporary

restraining order and preliminary injunction, and to apprise the Court of certain events that have occurred since my prior affidavit.

ACCESS TO VERIFIED'S NETWORK

3. To access Verified's network requires multiple keystrokes before a computer will register as an unsuccessful attempt to access.

4. In particular, to attempt access to Verified's network, it is necessary to go to the Verified website's login screen. This screen can be accessed by going to <https://webmail.verifiedidpass.com>. At that screen, Mr. Fischer would have been required to enter his ID and password, and then would click "submit." Because any attempted access to the system must be done via this website and requires entering in an ID and password and clicking on submit, to my knowledge, it is not possible to accidentally attempt to log on to Verified's network.

MR. FISCHER MADE LIMITED CONTRIBUTIONS TO THE SALESFORCE DATABASE

5. Verified's confidential contacts, created through years of work, existed well before they were entered into the Salesforce Database.

6. The confidential contact information currently in the Salesforce Database existed in several employees' contact files prior to August 4, 2006, when the company started using the Salesforce Database. Individual employees, including myself, uploaded existing contacts—accumulated and developed since Verified's launch—into Salesforce. Thus, the Salesforce Database contains information and contacts that reflect contacts cultivated through extensive work over the course of several years.

7. At the time individual employees uploaded their contacts into Salesforce, the Database would record the employee who created the record and when it was created. In that way, every contact is associated with an identified Verified employee.

8. In early January 2007, after Mr. Fischer left Verified, it was my responsibility to transfer the contacts Mr. Fischer had entered over to my name as the "Contact Owner." At the

time Mr. Fischer left Verified on December 5, 2006, I understand from Kroll's review, that there were at least 809 contact records.

9. On July 31st, 2007, I ran a report to determine how many contacts Mr. Fischer had created in the Salesforce Database. I determined that only 109 of the 809 total contacts were created by Mr. Fischer. Thus, Mr. Fischer was responsible for entering only a small fraction of the total number of contacts in the Salesforce Database.

KEVIN MITCHELL DID NOT HAVE ACCESS TO VERIFIED'S CONFIDENTIAL CONTACT INFORMATION

10. Mr. Mitchell states in his declaration that, "From time to time Verified provided the email and contact details of people it wanted to receive the BTC newsletters." Mr. Mitchell consulted for Verified from April 2005 to April 2006. During that year, Mr. Mitchell was not given access to the Verified's contact information. I have confirmed with everyone at Verified that during that year, Mr. Mitchell was only given some press contacts in 2005, not other contacts from the Database.

11. In fact, the Salesforce Database did not exist during the time when Mr. Mitchell consulted for Verified. Thus, Mr. Fischer could not have shared any of the names identified in paragraph 17 of my declaration with Mr. Mitchell while Mr. Mitchell was consulting because Mr. Fischer did not have access to any of those email addresses at that time. They all resided in private Outlook Contacts, primarily my own, that Mr. Fischer could not access. Moreover, Vanessa Mazandi was contacted by FLO at her Verified e-mail address, which did not even exist in April 2006, because she had not yet started working for the company.

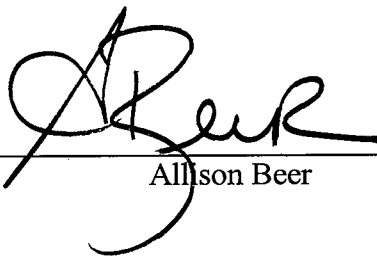
MR. FISCHER DID NOT NEED TO DOWNLOAD OR COPY THE SALESFORCE DATABASE

12. Contrary to his allegations in paragraph 36, Verified did not provide Mr. Fischer with the laptop computer he used while working at Verified.

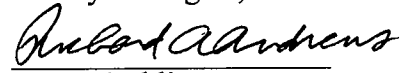
13. During his severance period, Mr. Fischer was expected to provide assistance as needed regarding the contracts he was working on before leaving. Mr. Fischer did not need to

download, print or otherwise copy the Salesforce Database in order to provide the assistance asked of him during his severance period. Mr. Fischer would not have needed his own contact information from the Database, because he already had that information in his Outlook contact list. If Mr. Fischer truly believed he required a download or printout of Verified's confidential information, such as the Salesforce Database, we would have expected him to ask for permission. He never did and was never given such permission.

14. In addition, the screenshot attached as Exhibit A to Mr. Fischer's declaration shows that he did not access only his own contacts. It is possible, when accessing the Salesforce.com database to ask for "My Contacts" -- a search that pulls up only an individual's own contacts -- or "All Contacts," a search that pulls up all of the contacts in the database. The top left-hand corner of Exhibit A to Mr. Fischer's declaration clearly indicates that he did an "All Contacts" search of the database.


Allison Beer

Sworn to before me this
1st day of August, 2007


Notary Public

RICHARD A. ANDREWS
Notary Public, State of New York
No. 01AN5018079
Qualified in New York County
Commission Expires ~~Sept. 20, 2008~~
Nov. 16, 2009